

EXHIBIT "B"

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re:	§	Case No. 20-33665 (DRJ)
	§	
MEDIA OPERATIONS LIQUIDATING	§	
COMPANY, LLC (f/k/a EBONY MEDIA	§	Chapter 11
OPERATIONS, LLC), <i>et al.</i> ,	§	
	§	
Debtors. ¹	§	(Jointly Administered)

**DECLARATION OF CHRISTOPHER ADAMS IN SUPPORT OF
DEBTORS' APPLICATION FOR AN ORDER AUTHORIZING THE
EMPLOYMENT AND RETENTION OF OKIN ADAMS LLP AS COUNSEL FOR
THE DEBTORS AND STATEMENT PURSUANT TO BANKRUPTCY RULE 2016(b)**

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

Christopher Adams, being duly sworn according to law, upon his oath, deposes and says:

1. I am a partner with the firm Okin Adams LLP ("Okin Adams" or the "Firm"), which has its principal office located at 1113 Vine Street, Suite 240, Houston, Texas 77002. I am an attorney licensed to practice law in the State of Texas since 1999. Except where otherwise specifically noted, I have personal knowledge of the facts set forth below.

2. This declaration is being submitted in connection with the proposed retention of the Firm as general bankruptcy counsel for the above-referenced Debtors to perform services as set forth in the *Application for an Order Pursuant to Sections 327(a) and 328(a) of the Bankruptcy Code Authorizing the Employment and Retention of Okin Adams LLP as Counsel for the Debtors*

¹ The Debtors in these jointly administered chapter 11 cases are: Media Operations Liquidating Company f/k/a Ebony Media Operations, LLC ("Operations"), Case No. 20-33665, and Media Holdings Liquidating Company, LLC f/k/a Ebony Media Holdings LLC ("Holdings"), Case No. 20-33667.

(the “Application”),² filed by Media Operations Liquidating Company, LLC, *et al.*, the above-captioned debtors and debtors in possession (the “Debtors”).

3. Okin Adams is well qualified to serve as bankruptcy counsel for the Debtors. The Firm’s professionals have assisted, advised and provided legal counsel to debtors in possession of all sizes. I am admitted to practice in the courts of the State of Texas, and I am admitted to practice before the courts of this judicial district. In addition, the other attorneys who will work on this matter are also admitted to practice in the Southern District of Texas.

4. As bankruptcy counsel for the Debtors, Okin Adams will render such services as are necessary and appropriate during the pendency of the Debtors’ Chapter 11 Cases. Okin Adams’ decision to accept this engagement to assist the Debtors is contingent upon its ability to be retained in accordance with its customary terms and conditions of employment, which are detailed below.

5. Okin Adams is providing, and will continue to provide, the Debtors with the following generally described services:

- a) advise the Debtors with respect to their rights, duties and powers in these Chapter 11 Cases;
- b) assist and advise the Debtors in consultations relative to the administration of the Chapter 11 Cases;
- c) assist the Debtors in analyzing the claims of their creditors and in negotiating with such creditors;
- d) assist the Debtors in the analysis of and negotiations with any third-party concerning matters relating to, among other things, a sale of substantially all of the Debtors’ assets, or the terms of a plan of reorganization;
- e) represent the Debtors at all hearings and other proceedings;
- f) review and analyze all applications, orders, statements of operations and

² Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Application.

schedules filed with the Court and advise the Debtors as to their propriety;

- g) assist the Debtors in preparing pleadings and applications as may be necessary in furtherance of the Debtors' interests and objectives; and
- h) perform such other legal services as may be required and are deemed to be in the interests of the Debtors in accordance with the Debtors' powers and duties as set forth in the Bankruptcy Code.

6. The primary attorneys at the Firm who will represent the Debtors and the current rates of those attorneys are as follows:

- | | | |
|----|------------------------------------|-------------------|
| a) | Christopher Adams, Partner | \$600.00 per hour |
| b) | Edward A. Clarkson, III, Associate | \$450.00 per hour |
| c) | Johnie A. Maraist, Associate | \$325.00 per hour |

In addition, Okin Adams will charge from \$75 to \$150 per hour for the work of paralegals and other support staff on this matter. Okin Adams will also bill the Debtors for all out-of-pocket expenses incurred.

7. The Firm will bill the Debtors for services rendered and expenses incurred post-petition on a monthly basis. The Debtors will pay Okin Adams as funds are available and only after approval by the Court of fee applications submitted in accordance with the requirements of the Bankruptcy Code, Bankruptcy Local Rules, Complex Case Procedures, or any other procedures the Court may approve.

8. Okin Adams has not previously represented the Debtors. The Debtors first contacted Okin Adams to assist them with this matter on April 16, 2021, and Okin Adams was formally retained on April 19, 2021. Since April 19, 2021, Okin Adams has been providing services to both Debtors in accordance with the Engagement Letter. Okin Adams has not been paid for any fees or expenses incurred in connection with filing the Chapter 11 Cases. *See* 11 U.S.C. § 329.

9. I have reviewed Okin Adams' records to determine whether the Firm or its partners have any current or prior relationship with the Debtors or any of the individuals or entities who may be creditors or parties in interest in the Chapter 11 Cases. To the extent that I have been able to ascertain, the Firm is not a creditor, an equity security holder or an insider of the Debtors, nor does it have any direct or indirect relationship to, connection with, or interest in, the Debtors that would make its interests materially adverse to the interests of the estates or of any class of creditors or equity security holders.

10. Okin Adams and its attorneys have no connection with the Debtors or with any of the individuals or entities, of whom I am aware, that are or may become creditors or parties in interest in this Chapter 11 Cases; nor, to the extent they are known to us, does the Firm have any connection with such parties' respective attorneys and accountants. However, I am married to the law partner of Brendon Singh, an acting board member appointed by the Court. Further, the Firm and its attorneys do not have any connection with the United States Trustee for the Southern District of Texas, or any person employed in the office of the United States Trustee for the Southern District of Texas. To the extent Okin Adams discovers any other connections, I will promptly supplement this disclosure.

11. To the best of my knowledge, Okin Adams is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b), and is therefore qualified to be employed by the Debtors pursuant to section 327(a) of the Bankruptcy Code. That is, Okin Adams is not a creditor, an equity security holder, or an insider of the Debtors. Okin Adams is not, and was not, within two (2) years before entry of the Order of Relief, a director, officer, or employee of the Debtors. Additionally, Okin Adams does not have an interest materially adverse to the interests of the estates or of any class of creditors or equity security holders, by

reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason.

12. Based upon the above review and to the best of my knowledge, Okin Adams has not been retained to assist any entity or person other than the Debtors on matters relating to, or in connection with, these Chapter 11 Cases. If this Court approves the proposed employment of Okin Adams by the Debtors, Okin Adams will not accept any engagement or perform any service for any entity or person other than the Debtors in the Chapter 11 Cases.

13. There is no agreement or understanding between Okin Adams and any other person or entity for the sharing of compensation received or to be received for services rendered by Okin Adams in connection with these Chapter 11 Cases.

I declare under penalty of perjury that the forgoing is true and correct.

Dated: May 17, 2021.

By: /s/ Christopher Adams
Christopher Adams, Partner
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